

25th June, 2020

To,
Corporate Relationship Department
Bombay Stock Exchange Limited,
1st floor, P.J.Towers, Dalal Street,
Mumbai - 400001.

Ref: RAM RATNA WIRES LIMITED (Scrip Code: 522281)

Sub.: Annual Secretarial Compliance Report for the financial year ended 31st March, 2020

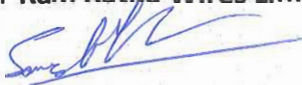
Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and SEBI Circular no. CIR/CFD/CMD1 /27/2019 dated 8th February, 2019, please find enclosed the Annual Secretarial Compliance Report furnished by Mr. Anup Vaibhav C. Khanna, Partner, M/s Khanna & Co., Practicing Company Secretary (COP No. 12906), for the financial year ended 31st March, 2020.

You are requested to kindly make a note of the same and oblige.

Thanking you,

Yours faithfully,
For **Ram Ratna Wires Limited**

A handwritten signature in blue ink, appearing to read 'Saurabh Gupta', written over a circular stamp.

Saurabh Gupta
Company Secretary & Compliance Officer
M. No.: A53006

SECRETARIAL COMPLIANCE REPORT OF RAM RATNA WIRES LIMITED
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

[Pursuant to Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019 for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We, Khanna & Co, Practicing Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by Ram Ratna Wires Limited (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31 March 2020 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations as applicable, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and based on the above examination, we hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No	Compliance Requirement / (Regulations/ circulars guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
1.	Regulation 39(2) and Regulation 40(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure limits Requirements) Regulations, 2015	Delays in issuing share certificates beyond the prescribed time limits	We note that there were delays in issuance of share certificates subsequent to effecting transfer of shares during the half year ended 30 September 2019 for transfer requests accepted post 31 March 2019 in view of earlier discrepancies received. We have been informed that the delays were due to delays in actioning and processing the requests from shareholders by the Registrar and Transfer Agent because of spurt in volumes of transfers and demat requests due to change in the SEBI regulations (like change in the LODR banning physical transfers w.e.f. 5 th December 2018, which was subsequently extended till 31 st March 2019.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NIL				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	We note that there were delays in issuance of share certificates subsequent to effecting transfer of shares, name deletion, transmission and issuance of duplicate certificate during the year ended 31 March 2019. We have been informed that the delays were due to delays in actioning and processing the requests from shareholders by the Registrar and Transfer Agent because of spurt in volumes of transfers and demat requests due to changes in certain SEBI regulations, such as discontinuing physical share transfers effective 31 March 2019, which resulted in huge volume of requests during the second half of the financial year 2018-19.	In the report for the year ended 31 March 2019	The Company is ensuing that there are no similar delays in the future and is also taking steps to change the Registrar and Transfer Agent ("RTA") from Bigshare Services Private Limited to Datamatics Business Solutions Limited	Physical share transfers are no more permitted. The decision of the Company to change the RTA was initially to be effected from 1 April 2020. However, as per the information provided by the Company, in view of the current COVID-19 situation the final effective date of change of RTA will be intimated to the stakeholders and the Stock Exchange after entering into tripartite agreement(s) with the RTA and the Depositories.

**For KHANNA & CO.
Practicing Company Secretaries**

**Place: Mumbai
Date: 19 June 2020**

**Anup Vaibhav C. Khanna
Partner
ACS No.: 6786
COP No.: 12906
UDIN: F006786B000359259
Peer Review: 638/2019**